

EXHIBIT B

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Presentment Date: November 9, 2011
Time: 12:00 p.m.

SECURITIES INVESTOR PROTECTION
CORPORATION,

Objections Due: November 9, 2011
Time 11:00 p.m.

Plaintiff-Applicant,

Adv. Pro. No. 08-01789 (BRL)

v.

SIPA Liquidation

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

(Substantively Consolidated)

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

**ORDER GRANTING TRUSTEE'S MOTION TO RETAIN
BROWNE JACOBSON LLP AS SPECIAL
COUNSEL *NUNC PRO TUNC* AS OF OCTOBER 27, 2011**

Upon the motion (the "Motion") of Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC, and the estate of Bernard L. Madoff, for authority to retain Browne Jacobson LLP ("Browne Jacobson"), as special counsel, *nunc pro tunc*, as of October 27, 2011, and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having specified Browne Jacobson as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court finds that Browne Jacobson is hereby deemed disinterested under 15

U.S.C. § 78eee(b)(6)(B).

3. The Trustee is authorized to retain Browne Jacobson as special counsel to the Trustee as provided in the Motion, *nunc pro tunc*, as of October 27, 2011.

Dated: New York, NY
_____, 2011

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE